

DECKER ROBERT A  
Form 5  
February 13, 2012

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
DECKER ROBERT A

(Last) (First) (Middle)

ONE CEDAR POINT DRIVE

(Street)

SANDUSKY, OH 448705259

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CEDAR FAIR L P [FUN]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Corp VP, Planning & Design

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)   | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|-----------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Units of Limited Partner Interest |                                      |  |                                | (A) or (D) Price  | 9,092 <sup>(1)</sup>   | D  |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 2270 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: DECKER ROBERT A - Form 5

| 1. Title of Derivative Security (Instr. 3)         | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| Phantom Units                                      | Â  | Â                                    | Â  | Â                              | Â Â   | 03/01/2011 <sup>(3)</sup>                                | 03/31/2012      | Units of Limited Partner Interest                             | 4,866                      |
| Phantom Units                                      | Â  | Â                                    | Â  | Â                              | Â Â   | 03/19/2012 <sup>(4)</sup>                                | 03/19/2013      | Units of Limited Partner Interest                             | 13,181                     |
| Phantom Units                                      | Â  | Â                                    | Â  | Â                              | Â Â   | 03/04/2013 <sup>(5)</sup>                                | 03/04/2014      | Units of Limited Partner Interest                             | 9,021                      |
| Phantom Units                                      | Â  | Â                                    | Â  | Â                              | Â Â   | 03/03/2014 <sup>(6)</sup>                                | 03/03/2015      | Units of Limited Partner Interest                             | 6,179                      |
| Call options to purchase limited partnership units | \$ 24.14   | Â                                    | Â  | Â                              | Â Â   | Â <sup>(7)</sup>   | 03/07/2012      | Units of Limited Partner Interest                             | 10,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                                    |       |
|--|---------------|-----------|------------------------------------|-------|
|  | Director      | 10% Owner | Officer                            | Other |
| DECKER ROBERT A<br>ONE CEDAR POINT DRIVE<br>SANDUSKY, OH 448705259 | Â             | Â         | Â Corp VP,<br>Planning &<br>Design | Â     |

## Signatures

Robert A.  
Decker

02/13/2012

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) During the fiscal year under the Cedar Fair, L.P. Distribution Reinvestment and Employee Unit Purchase Plan, 412 units were acquired at prices ranging from \$18.84 to \$21.84. These transactions are exempt under rule 16a-11.
- (2) Each phantom unit is the economic equivalent of one limited partner unit in Cedar Fair, L.P.
- (3) This award vests on March 1, 2012, assuming the grantee continues to be employed with the Company.
- (4) This award vests in two equal installments on March 19, 2012 and 2013, respectively, assuming the grantee continues to be employed with the Company.
- (5) This award vests in two equal installments on March 4, 2013 and 2014, respectively, assuming the grantee continues to be employed with the Company.
- (6) This award vests in two equal installments on March 3, 2014 and 2015, respectively, assuming the grantee continues to be employed with the Company.
- (7) Options vest at a rate of 20% per year on each anniversary date, beginning on March 7, 2003.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.